

# **RAMGOPAL POLYTEX LIMITED**

**Registered office:** Greentex Clearing House, B-1, 2 & 3, Gosrani Compound, Rehnal Village, Bhiwandi, Thane – 421302  
**CIN:** L17110MH1981PLC024145 | **(T):** 91-22-22834838 | **(F):** 91-22-22851085  
[www.ramgopalpolytex.com](http://www.ramgopalpolytex.com) | **Email id:** ramgopal@vsnl.com

## **NOTICE OF POSTAL BALLOT**

### **Notice Pursuant to Section 110 of the Companies Act, 2013 read with the Companies [Management and Administration] Rules, 2014**

Dear Member(s),

**NOTICE** is hereby given that pursuant to Section 110 of the Companies Act, 2013 (the “Act”), read with the Companies (Management and Administration) Rules, 2014, (the “Rules”), **Ramgopal Polytex Limited** (the ‘Company’) is seeking consent of its Members for the special business to be transacted through Postal Ballot which includes voting by electronic means for the following item:

#### **Authorization to the Board of Directors to give Loans, Guarantees or provide Security pursuant to Section 186 of the Companies Act, 2013**

The proposed resolution alongwith the Explanatory Statement setting out the material facts and the reasons thereof are appended along with a Postal Ballot Form (the “Form”) for your consideration.

The Board of Directors of the Company (the “Board”) has appointed Ms. Uma Lodha, Practicing Company Secretary as the Scrutinizer for conducting the E-voting and Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the form and return the same in the enclosed self addressed, postage prepaid envelop so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on October 5, 2015. Any Postal Ballot received beyond the said date will be treated as if no reply has been received from the Member. No other form or photocopy thereof is permitted.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with Rules made thereunder, the e voting facility is being provided to all the Members which would enable them to cast their votes electronically. The Company has engaged Central Depository Services (India) Limited (CDSL) for providing the e-voting platform.

The process and manner for e-voting is provided in the notice. In case a member votes through e-voting facility, he/ she is not required to vote through Postal Ballot Form. In case a member votes through e-voting facility as well as sends his/ her vote through Postal Ballot Form, the vote cast through e-voting shall be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting will commence on September 6, 2015 at 9.00 a. m and will end on October 5, 2015 at 5.00 p.m. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company. The result of the postal ballot would be announced by the Chairman on October 8, 2015 at the registered office of the Company. The same will also be placed on the website of the Company ([www.ramgopalpolytex.com](http://www.ramgopalpolytex.com)), besides being communicated to the Stock Exchanges where shares of the Company are listed.

#### **PROPOSED RESOLUTIONS**

#### **AUTHORIZATION TO THE BOARD OF DIRECTORS TO GIVE LOANS, GIVE GUARANTEE OR PROVIDE SECURITY PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 186 (3) and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with all the relevant Rules made thereunder, as may be amended from time to time, (including and statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded to the Board of Directors of the Company to:

(a) give loan to any person(s) or other body corporate(s);

(b) give any guarantee or provide security in connection with a loan to any other body-corporate(s) / person (s)

exceeding sixty percent of aggregate of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account of the Company, whichever is more, from time to time, in one or more tranches, provided that the total amount of loans made, guarantees given and securities provided shall not at any time exceed Rs.25,00,00,000/- (Rupees Twenty Five Crores only).”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take from time to time, all decisions and such steps as may be necessary for giving loans, guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem fit, necessary or appropriate.

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

**Place: Mumbai  
Date: August 11, 2015**

**Sanjay Jatia  
Chairman & Managing Director**

**Notes:**

1. The Explanatory Statement as required under Section 102 of the Act is annexed herewith.
2. The Notice is being sent to all the Members in permitted mode whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on August 21, 2015. The Notice will be displayed on the website of the Company ([www.ramgopalpolytex.com](http://www.ramgopalpolytex.com)).
3. In compliance with provisions of Clause 35B of the Equity Listing Agreement, as stated hereinabove, the Company is pleased to offer e-voting facility to its Members holding equity shares as on August 21, 2015 (being the cut-off date), to exercise their right to vote electronically on the above resolutions. For this purpose, the Company has signed an agreement with CDSL for facilitating e-voting.
4. The instructions for the Members for voting electronically are as under:-
  - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on Shareholders.
  - (iii) 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.
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) 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.
  - (vi) 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"> <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 (as printed on the Postal Ballot Form) 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>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Ramgopal Polytex Limited.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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 Corporates.
  - 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 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.

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)

5. The voting period begins on September 6, 2015 at 9.00 a. m and will end on October 5, 2015 at 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 August 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
6. Members have the option to vote either through e-voting or through physical postal ballot form. If a Shareholder has opted for e-voting, then he/she should not vote by physical postal ballot form also and vice-versa. However, in case Members cast their vote both via physical postal ballot form and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
7. The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny of the Postal Ballots including e – votes submitted. The Scrutinizer’s decision on the validity of the vote (including e-votes) shall be final. The result of the postal ballot including e voting will be announced by the Chairman of the Company on October 8, 2015 and will also be displayed on the website of the Company ([www.ramgopalpolytex.com](http://www.ramgopalpolytex.com)), besides being communicated to the Stock Exchanges where the shares of the Company are listed.

8. The date of declaration of results of the postal ballot, i.e. October 8, 2015, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
9. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days except Saturday, Sunday and Public holiday between 10.00 a.m. to 6.00 p.m. from the date of dispatch of the Notice till October 5, 2015.

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

The Company vide postal ballot held on March 23, 2012 had obtained approval from its Members to give Loans/ extend Guarantee and provide Security for specific amounts in some body corporates companies under the provision of Section 372A of the Companies Act, 1956. Section 186 of the Companies Act, 2013 has been brought into force with effect from April 1, 2014 and consequently, the corresponding Section 372A of the Old Act has been repealed.

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Hence, as per the provisions of Companies Act, 2013, it is required to obtain overall limit for the purpose of giving loans/guarantee/ security.

The loans, guarantees and securities, which are made / proposed to be made, will be out of own/surplus funds internal accruals/borrowed funds, the objective of which is optimum utilization of funds of the Company and also to achieve long term strategic and business objectives. The loans, guarantees and securities will be made on terms and conditions most beneficial to the Company/ at prevailing market rates.

As per the provisions of Rule 22(16)(j) of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of the limit as specified under sub-section (2) of Section 186 of the Act can be passed only through Postal Ballot process.

Hence, it is proposed to authorize the Board of Directors of the Company to give loans/ extend guarantee/ provide security in connection with loan(s) exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more , provided that the total amount of loans made, guarantee given and securities provided shall not at any time exceed Rs. 25,00,00,000 (Rupees Twenty Five Crores only). The Board recommends the resolution as set out in the Notice for your approval.

None of the Directors and Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution.

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

**Place: Mumbai  
Date: August 11, 2015**

**Sanjay Jatia  
Chairman & Managing Director**