

RAMGOPAL POLYTEX LIMITED

Corporate Office: 701, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai - 400 021, India.

Tel: + 91-22-61396800, 22834838, **Fax:** + 91-22-22851085

Website: www.ramgopalpolytex.com / **E-mail:** ramgopal@vsnl.com

CIN: L17110MH1981PLC024145



Date: September 07, 2020

To,

BSE Limited. P. J. Tower, Dalal Street, Mumbai - 400001 SCRIP CODE: 514223	The Calcutta Stock Exchange Association Ltd. 7, Lyons Range, Murgighata, Dalhousie, Calcutta - 700001 SCRIP CODE: 10028131
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Sub: Notice of the 39th Annual General Meeting (AGM) of the Company for the Financial Year 2019-20 as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of the 39th AGM of the Company schedule to be held on Wednesday, September 30, 2020 at 1:00 PM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without physical presence of the members to transact businesses as set out in the notice of the AGM.

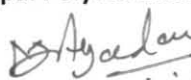
Further, the Company has provided the facility of voting by electronic means (remote e-voting) on all resolutions as set out in notice of AGM to the shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Wednesday, September 23, 2020. The remote e-voting begins on Sunday, September 27, 2020 at 9:00 AM and ends on Tuesday, September 29, 2020 at 5:00 PM.

Kindly take the same on your record.

Thanking You,

Yours faithfully,

For **Ramgopal Polytex Limited**


Manorama Yadav
Company Secretary and
Compliance Officer
(ICSI Membership No.: A36619)



Encl: As Above

NOTICE

NOTICE is hereby given that the 39th (Thirty-Ninth) Annual General Meeting of the Members of **RAMGOPAL POLYTEX LIMITED** will be held on Wednesday, September 30, 2020 at 1:00 P.M. IST through video conferencing ('VC') / other audio visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Financial Statements and Reports:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint Mr. Sanjay Jatia (DIN: 00913405) as a Director liable to retire by rotation:

To appoint a Director in place Mr. Sanjay Jatia (DIN: 00913405), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To Re-appointment of Mr. Panna Lal Jyotshi (DIN: 07248640) as an Independent Director of the Company for second term:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provision, if any of the Companies Act, 2013 ('the Act') and Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], Mr. Panna Lal Jyotshi (DIN: 07248640), who was appointed as an Independent Director till August 03, 2020 and being eligible for reappointment, has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect commencing from September 30, 2020.”

“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.”

4. Approval of Related Party Transaction for granting of loans to group Companies:

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 Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the SEBI (LODR) Regulations, 2015”), including any statutory modification(s) or re-enactment thereof for the time being in force, approval/ratification of the shareholders be and is hereby accorded to the Board of Directors for transactions entered into and to be entered with J M Commodities Limited, Ramgopal Textiles Limited and Aristocrat Marketing Limited a Promoter Group Company a 'Related Parties' as defined under the provisions of the SEBI (LODR) Regulations, 2015, on such terms and conditions as approved by the Board from time to time, for an amount not exceeding Rs.12 Crores (Rupees Twelve crores only) for a period of five years, for the purposes as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/ Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

5. To Consider Borrowing of funds in excess of the limits given under section 180 (1)(C) of the Companies Act, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013 and other applicable provisions along with applicable Provisions of SEBI LODR, if any, (including any statutory modification or re-enactment thereof), the Company hereby accords its consent to the Board of Directors to borrow, from time to time, any sum or sums of money as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 75,00,00,000/- (Rupees Seventy 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 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.”

6. To give Loans, Investments, Guarantees or provide Security pursuant to Section 186 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to Section 186 and any other applicable provisions along with applicable Provisions of SEBI LODR, 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 (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to:

- (a) give loan to any person(s) or other body corporate(s);
- (b) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate; and
- (c) 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, investments made guarantees given and securities provided shall not at any time exceed Rs.75,00,00,000/- (Rupees Seventy 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, investments, 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.

Place: Mumbai
Date: September 02, 2020

By Order of the Board of Directors
For Ramgopal Polytex Limited

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

Sanjay Jatia

Chairman & Managing Director
 (DIN: 00913405)

NOTES:-

- a. **Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.**
- b. The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 3 to 6 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.
- c. 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.
- d. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- e. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
- f. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at investor@ramgopalpolytex.com.
- g. 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 24, 2020** to **Wednesday, September 30, 2020** (both days inclusive) for the purpose of Annual General Meeting.
- h. The Directors' Report, Auditors' Report and Audited Financial Statement as at March 31, 2020 are enclosed.
- i. 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.
- j. 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.
- k. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.ramgopalpolytex.com, websites of the Bombay Stock Exchange at www.bseindia.com.
- l. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investor@ramgopalpolytex.com/rplcompliance@ramgopalpolytex.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to investor@ramgopalpolytex.com/rplcompliance@ramgopalpolytex.com.***
- m. 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.
- n. The Company's equity shares are listed at Bombay Stock Exchange Limited (BSE) and The Calcutta Stock Exchange Association Limited (CSE) and the Company has paid the Annual Listing Fees to BSE for the Financial Year 2020-2021.
- o. 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.
- p. In terms of Section 72 of the Companies Act, 2013, and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every share holder of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her shares in the Company shall vest in the event of his/her death. Members, who wish to avail this facility, may fill the prescribed Form No. SH-13 (which will be made available on request) and submit these details to their DP in case the shares are held by them in electronic form, and to the Registrar and Transfer Agent, M/s. Bigshare Services Pvt. Ltd, in case the shares are held in physical form.
- q. Members seeking any information with regards to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
- r. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request/ questions in advance from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor@ramgopalpolytex.com/rplcompliance@ramgopalpolytex.com Seven days prior to the AGM. Those Members who have registered themselves as a speaker***

will only be allowed to express their views/ask questions during the AGM on first in- first served basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- s. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
- t. The members are requested to intimate any change in their address with PIN Code, immediately and quote Folio Number in all correspondence.
- 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. **Wednesday, September 23, 2020.**
- v. The Notice of the 39th AGM & the Annual Report for the financial year 2019-2020 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 4.00 p.m.) on all working days except (Saturdays).
- w. 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 Private Limited/Depositories or send a request to the Company for the same.
- x. Voting through electronic means**

As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ramgopalpolytex.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

A. The instructions for shareholders voting electronically are as under:

- (i) The Remote e-voting period begins on **Sunday, September 27, 2020 (9:00 a.m.)** and ends on **Tuesday, September 29, 2020 (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 **Wednesday, September 23, 2020** 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 again.
- (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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for Remote e-voting

through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for Remote e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of "Ramgopal Polytex Limited".
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

(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 in the "Corporates" module.
- 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@ramgopalpolytex.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting 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, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Wednesday, September 23, 2020**.
- C. Ms. Uma Lodha, Proprietor of M/s. Uma Lodha & Co., Practicing Company Secretary (Membership No. 5363, COP No. 2593), has been appointed as Scrutinizer for scrutinizing the remote e-voting procedure in a fair and transparent manner.
- D. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast by e-voting 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.
- E. The declared Results, along with the Scrutinizer’s Report, will be available on the Company’s corporate website www.ramgopalpolytex.com under the section ‘Investor’ and on the website of CDSL; such Results will also be forwarded to the Stock Exchange where the Company’s shares are listed.
- F. 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 vote again.

(xxi) Instructions For Members For Attending the AGM through VC/OAVM are as under:

1. Shareholders will be able to attend the AGM through VC / OAVM through web link - <https://purvashare.instavc.com/broadcast/6b448af0-e79c-11ea-823a-6bb4915df9c9> by entering their name and email-id for Company’s AGM.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@ramgopalpolytex.com

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. If you have any queries or issues regarding attending AGM through the link, you may contact Mr. Manish Shah on 93246 59811 or write an email to support@purvashare.com

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:

1. Chairman shall explain the procedure of voting at the AGM
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote during the AGM.
3. Shareholders who have voted through Remote E-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

Members who would like to express their views/ask questions as a speaker at the meeting may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investor@ramgopalpolytex.com between Tuesday, September 22, 2020 (9:00 a.m. IST) and Monday, September 28, 2020 (5:00 p.m. IST). Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and their time depending on the availability of time for the AGM.

Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address investor@ramgopalpolytex.com before 3.00 p.m. (IST) on or before Monday, September 21, 2020. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

By Order of the Board of Directors
For Ramgopal Polytex Limited

Place: Mumbai
Date: September 02, 2020

Sanjay Jatia
Chairman & Managing Director
(DIN: 00913405)

Regd. Office:
Greentex Clearing House, B-1, 2 & 3, Gosrani Compound,
Rehnaal Village, Bhiwandi, Thane – 421302.
CIN: L17110MH1981PLC024145
Tel: 22-22834838 **Fax:** 22-22851085/86
E-mail Id: rplcompliance@ramgopalpolytex.com
Website: www.ramgopalpolytex.com

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

Item No. 03

Mr. Panna Lal Jyotshi (DIN: 07248640) was appointed as Independent Directors of the Company for a period of five years with effect from September 30, 2015 to September 29, 2020 pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee of the Board, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Panna Lal Jyotshi (DIN: 07248640) as an Independent Director. The Board, based on the above recommendation of the Nomination and Remuneration Committee, considered that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. In this connection, it is proposed to re-appoint Mr. Panna Lal Jyotshi (DIN: 07248640) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect commencing from September 30, 2020."

The Company has received notice under Section 160 of the Act from a member proposing the candidature of Mr. Panna Lal Jyotshi (DIN: 07248640) for the office of Independent Director of the Company. The Company has also received declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. In the opinion of the Board, Mr. Panna Lal Jyotshi (DIN: 07248640) fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder read with schedule IV of the Companies Act, 2013 for his re-appointment as Independent Director of the Company.

Copy of the draft letter of re-appointment of Mr. Panna Lal Jyotshi (DIN: 07248640) as Independent Director setting out the terms and conditions are available for inspection by the Members on the website of the Company at www.ramgopalpolytex.com from the date of dispatch of this Notice till the date of the ensuing Annual General Meeting.

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

The brief profile of Mr. Panna Lal Jyotshi (DIN: 07248640) is attached to this notice.

Your Directors recommend the resolutions set out at item no.03 to be passed as special resolution by the members.

None of the Directors and other Key Managerial Personnel of the Company including their relatives, except Mrs. Panna Lal Jyotshi are concerned or interested, financially or otherwise in the said Resolution.

Item No. 04

The Company, in the ordinary course of its business, during the current financial year i.e. 2019-20 has transacted and would be transacting with a 'Related Party' within the meaning of Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") as it is a related party as per Accounting Standard 24 and which would be 'material' in nature as per the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015, although the same are not related party within the meaning of Section 2(76) of the Companies Act, 2013 Details of the same as under:

Name of the Related Party(ies)	1) J M Commodities Limited 2) Ramgopal Textiles Limited 3) Aristocrat Marketing Limited
Name of Director or Key Managerial Personnel who is related	1) Mr. Sanjay Jatia (Director) 2) Navalkishor Gadia (Chief Financial Officer)
Nature of relationship	1) Director & Shareholder of the Company 2) Chief Financial Officer of the Company.
Nature of transactions	Loans/Inter corporate Deposits

Material Terms of contracts/ arrangements/ transactions	The transactions are in the ordinary course of business of the Company. The loan given/to be given is at the rate of 12% for a period of five years.
Monetary value	Up to Rs.20 Crores (Rupees Twelve crores only) in aggregate for the financial year 2020-21 for all the transactions (including transactions completed till date).
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the members to make a decision on proposed transaction	The Company has given Inter corporate loan in the ordinary course of business, at the rate of 12% and is in the best interests of the Company

Pursuant to SEBI (LODR) Regulations, 2015, all material related party transactions shall require approval of the shareholders through Ordinary resolution. Accordingly, on the recommendation of the Audit Committee, the Board of Directors of the Company has in its meeting held on September 02, 2020, approved and ratified aforementioned related party transactions, and now seek approval of the shareholders by way of Ordinary Resolution under SEBI (LODR) Regulations, 2015.

Members may please note that based on the criteria laid down by SEBI (LODR) Regulations, 2015, transactions entered into/to be entered into for the financial year 2020-21 are "Material" and therefore requires approval of the shareholders by an Ordinary Resolution. The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out under this item shall not be entitled to vote to approve this Ordinary Resolution whether the entity is a related party to the transaction or not.

Relevant documents in respect of the said items are open for inspection by the members at the Registered Office of the Company on all working days (except Saturday and Sunday) during September 02, 2020 till September 29, 2020.

The Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company and therefore, recommends the Resolution set out at Item No. 4 of the Notice for the approval of the Members in terms of Regulation 23(4) of the SEBI (LODR) Regulations, 2015.

Except Mr. Sanjay Jatia and Mr. Navalkishor Gadia, none of the other directors and the Key Managerial Persons of the Company or their relatives are concerned or interested financially or otherwise in the resolution as set out at Item No. 4 of the Notice. No related party will vote to approve the transaction, whether the entity is a related party to the transaction or not.

Item No. 05

In terms of provision of section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot except with the consent of the Company in General Meeting by way of Special Resolution, borrow money, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of paid up capital and its free reserves not set apart for any specific purpose. Keeping in view the Company's business requirement, it is considered desirable to enhance the borrowing limits upto an overall limit of Rs. 75,00,00,000/- (Rupees Seventy Five Crore only).

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c), SEBI LODR and other applicable provisions of the Companies Act, 2013, as set out at Item No. 5 of the Notice.

The Board recommends this Resolution for approval by the members of the Company.

None of the directors and the Key Managerial Persons of the Company or their relatives are concerned or interested financially or otherwise in the resolution as set out at Item No. 5 of the Notice.

Item No. 06

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) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate and (c) 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/ investments/ guarantee/ security.

The loans, investments, 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, Investments, guarantees and securities will be made on terms and conditions most beneficial to the Company/ at prevailing market rates.

Hence, it is proposed to authorize the Board of Directors of the Company to give loans/ Investments, 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, investments made, guarantee given and securities provided shall not at any time exceed Rs. 75,00,00,000/- (Rupees Seventy Five Crores only).

It is, therefore, necessary for the members to pass a Special Resolution under Section 186 and other applicable provisions of the Companies Act, 2013 and SEBI LODR, as set out at Item No. 6 of the Notice.

The Board recommends this Resolution for approval by the members of the Company.

None of the directors and the Key Managerial Persons of the Company or their relatives are concerned or interested financially or otherwise in the resolution as set out at Item No. 6 of the Notice.

By Order of the Board of Directors
For Ramgopal Polytex Limited

Sanjay Jatia

Chairman & Managing Director
(DIN: 00913405)

Place: Mumbai

Date: September 02, 2020

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	Mr. Panna Lal Nemi Chand Jyotshi
DIN Number	00913405	07248640
Date of Birth / Age	21/07/1967 (53 Years)	12/08/1982 (38 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: 04/08/2015 Date of appointment at current designation: September 30, 2015
Appointment / Re-appointment	Re-appointment	Re-appointment
Qualification	B.Com	HSC
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, chemicals and plastic etc. His expertise lies in operations, strategy planning & execution.	Mr. Panna Lal Nemi Chand Jyotshi has wide experience and knowledge in the field of Accounts and Marketing. 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. Panna Lal Nemi Chand Jyotshi as an Independent Director of the Company.
Board Meeting Attendance and Remuneration	During the year, Mr. Sanjay Jatia attended Six (6) out of Six (6) 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, Mr. Panna Lal Nemi Chand Jyotshi attended Six (6) out of Six (6) Board Meetings held. Mr. Panna Lal Nemi Chand Jyotshi being Non-Executive and Independent Director is paid only Sitting Fees. Details regarding payment of Sitting Fees are provided in the Corporate Governance Report forming part of the Directors' Report.
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) 	<ul style="list-style-type: none"> • J M Commodities Limited (Independent Director)
Chairman / Member of committees of other Companies	J M Commodities Limited (Director) - Nomination & Remuneration Committee: Member	J M Commodities Limited (Independent Director) - Audit Committee: Member - Nomination & Remuneration Committee: Member
No. of shares held in the Company	61,800	Nil
Disclosure of relationship between directors inter-se	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.