

POLYTEX INDIA LTD

Regd office: 401, 4th floor, Nisarg apartment, Besant road, Vile Parle(W), Mumbai-400056

Tel.:91-022-67147824/827 • Fax No : 91-022-67804776 • Website : www.polytexindia.com

NOTICE

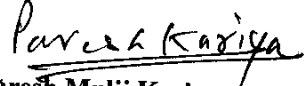
Notice is hereby given that the Extra Ordinary General Meeting of the members of the Company will be held on Wednesday, the 30th January, 2013 at 4.00 PM at its corporate office of the Company at 1st floor, Nisarg Apartments, Besant Road, Vile Parle – West, Mumbai-400056 to transact the following business:

SPECIAL BUSINESS:

1. To Consider and if think fit to pass with or without modification (s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s R. Sundarassen Aiyar & co., Chartered Accountants, (having Firm Registration No: 110564W) be and are hereby appointed as the Statutory Auditors of the Company for the financial year 2012-13, to hold the office of Auditors from the date of this Meeting to the conclusion of the next Annual General Meeting of the Company, in place of M/s Navin Nishar & Associates, Chartered Accountants, the retiring Statutory Auditors of the Company who have expressed their inability to continue as Statutory Auditors of the Company, on such remuneration and out of pocket expenses as may be determined by the Board.

**BY ORDER OF THE
BOARD OF DIRECTORS**


Paresh Mulji Kariya
Director

Place : Mumbai
Date : 04/01/2013

Notes:

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative(s) to attend and vote at the Extraordinary General Meeting.
4. Members/ proxies are requested to bring the attendance slip sent herewith, duly filled-in for attending the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. M/s. System Support Services, having data centre at 209, Shivai Industrial Estate, 89, Andheri – Kurla Road, Next To Logitech Park, Above Mcdonalds, Sakinaka, Andheri (E), Mumbai – 400 072 is the registrar and share transfer agent of the company and is authorised and eligible to receive physical shares of the company. M/s. System Support Services is also the depository interface of the company. However, keeping in view the convenience of share holders, documents relating to shares will continue to be received by the company at registered office situated at Vile Parle, Mumbai.
7. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued a circular on April 21, 2011 stating that the service of document by a company can be made through electronic mode. In view of the circular issued by MCA, we propose to henceforth deliver documents like the notice calling the annual general meeting / extra-ordinary general meeting / audited annual accounts / report of the auditors / report of the directors, etc., in electronic form to the email address provided by the shareholders.

Place : Mumbai
Date : 04/01/2013

**BY ORDER OF THE
BOARD OF DIRECTORS**

Paresh Kariya

**Paresh Mulji Kariya
Director**

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956

M/s Navin Nishar & Associates, Chartered Accountants, the existing Auditors of the Company have expressed their inability to continue as Statutory Auditors of the Company and have tendered their resignation thereby creating casual vacancy in the office of Auditors. After considering suitable alternatives, the Board recommends the name of M/s R. Sundarassen Aiyar & Co., Chartered Accountants, Mumbai, (Firm Registration No. 110564W) as the new Statutory Auditors of the Company.

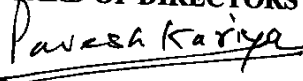
Pursuant to the provisions of section 224 of the Companies Act, 1956, appointment of new Statutory Auditors to fill casual vacancy caused due to resignation of auditors requires approval of members at the General Meeting. Therefore, the Board recommend to pass necessary resolution by way of ordinary resolution to appoint M/s. R. Sundarassen Aiyar & Co., Chartered Accountants, as the Statutory Auditors of the Company in place of M/s. Navin Nishar & Associates, Chartered Accountants to hold office of the Auditors of the Company till the conclusion of the next Annual General Meeting on the remuneration as may be fixed by the Board.

A copy of the resignation tendered by the Auditors and eligibility letter as referred elsewhere are available for inspection of the members till the date of the meeting during business hours.

None of the director of the Company is concerned or interested in the proposed resolution.

Place : Mumbai
Date : 04/01/2013

**BY ORDER OF THE
BOARD OF DIRECTORS**


Paresh Mulji Kariya
Director

POLYTEX INDIA LTD

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ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING – 30TH JANUARY, 2013

Reg. Folio no.

DP ID :

Mr/Mrs/Miss

No. of Shares:

Client ID :

I /We, certify that I/We, am/are registered shareholder/proxy for the registered shareholder of the Company.

I hereby accord my presence at the Extra Ordinary General Meeting held at the Nisarg Apartments, Besant Road, Vile Parle – West, Mumbai-400056 on 30th January, 2013 at 4.00 PM

Member's/ proxy's name in block letters

Signature of member/proxy

Note:

1. Please fill up this attendance slip and hand it over at the entrance of the Meeting hall.
2. Members are requested to bring their copies of this notice and explanatory statement to the meeting.

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PROXY LETTER

EXTRA ORDINARY GENERAL MEETING – 30TH JANUARY, 2013

Reg. Folio no.

DP ID :

No. of Shares:

Client ID :

I/We _____ of _____ in _____ the _____ district of _____
 India Limited hereby appoint _____ Being a Member/Members of Polytex
 Mr./Ms. _____
 _____ of _____ in the district of _____ or failing of
 him _____ of _____ in the district of _____

as my / our Proxy to attend and vote for me / us and on my / our behalf at the EXTRA ORDINARY GENERAL MEETING of the Company to be held on 30th January, 2013, and at any adjournment(s) thereof.

Signed this _____ day of _____ 2013.

Affix
Re.1/-
Revenue

Signature(s)